

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 18, 612, 1153, 1211

NOTICE OF FILING OF FURTHER REVISED PROPOSED SALE ORDER

PLEASE TAKE NOTICE that on September 9, 2024, the Debtors filed the *Motion of Debtors for Entry of Orders (I) (A) Approving Bidding Procedures for Sale of Debtors' Assets, (B) Approving the Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, and (E) Approving Assumption and Assignment Procedures, (II) (A) Approving Sale of Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases, and (III) Granting Related Relief* (D.I. 18).

PLEASE TAKE FURTHER NOTICE that on October 20, 2024, the Debtors filed the *Notice of Filing of Revised Proposed Bidding Procedures Order and (II) Proposed Stalking Horse Sale Order* (D.I. 558), which attached a proposed form of order approving the sale to Gateway BL Acquisition, LLC, an affiliate of Nexus Capital Management LP (the “**Stalking Horse Bidder**”).

PLEASE TAKE FURTHER NOTICE that on October 25, 2024, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered the *Order (I) Approving Bidding Procedures for Sale of Debtors' Assets, (II) Approving the Stalking Horse Bid Protections, (III) Scheduling Auction for, and Hearing To Approve, Sale of Debtors' Assets, (IV) Approving Form and Manner of Notices of Sale, Auction, and Sale Hearing, (V) Approving Assumption and Assignment Procedures, and (VI) Granting Related Relief* (D.I. 612) (the “**Bidding Procedures Order**”)² by which the Court, among other things, approved procedures to

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors' corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms use but not defined herein are defined in the Bidding Procedures Order.

be used in connection with (i) one or more sales of the Debtors' assets free and clear of all liens, claims, encumbrances, and other interests, and (ii) an auction (the "**Auction**") pursuant to section 363 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that on November 18, the Debtors filed the *Notice of Proposed Sale Order* (D.I. 1153) to reflect the results of the Auction and informal comments the Debtors received from various parties.

PLEASE TAKE FURTHER NOTICE that on November 21, 2024, the Debtors filed the *Notice of Filing of Revised Proposed Sale Order* (D.I. 1211) (the "**Proposed Sale Order**").

PLEASE TAKE FURTHER NOTICE that the Debtors have since further revised the Proposed Sale Order to incorporate one additional comment received from the Official Committee of Unsecured Creditors. A copy of the revised Proposed Sale Order is attached hereto as **Exhibit A**. For the convenience of the Court and all parties in interest, a changed-pages-only redline of the revised Proposed Sale Order against the Proposed Sale Order filed at D.I. 1211 is attached hereto as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that, the Debtors intend to seek entry of an order substantially in the form of the Proposed Sale Order at the hearing scheduled for **November 21, 2024, at 10:30 a.m. (Prevailing Eastern Time)** (the "**Sale Hearing**"), before the Honorable J. Kate Stickles, United States Bankruptcy Judge for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that the Debtors reserve all rights to modify the Proposed Sale Order at or before the Sale Hearing.

PLEASE TAKE FURTHER NOTICE that copies of the Bidding Procedures Motion, the Bidding Procedures Order, and any other related documents are available: (a) by visiting the website maintained in these Chapter 11 Cases at <https://www.cases.ra.kroll.com/BigLots>; or (b) for a fee via PACER by visiting <http://www.pacer.uscourts.gov>.

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Dated: November 21, 2024
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Sophie Rogers Churchill

Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Tamara K. Mann (No. 5643)
Sophie Rogers Churchill (No. 9605)
1201 N. Market Street, 16th Floor
Wilmington, DE 19801
Tel: (302) 658-9200
rdehney@morrisnichols.com
aremming@morrisnichols.com
dbutz@morrisnichols.com
tmann@morrisnichols.com
srchurchill@morrisnichols.com

-and-

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Jonah A. Peppiatt (admitted *pro hac vice*)
Ethan Stern (admitted *pro hac vice*)
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
adam.shpeen@davispolk.com
stephen.piraino@davispolk.com
jonah.peppiatt@davispolk.com
ethan.stern@davispolk.com

Counsel to the Debtors and Debtors in Possession